

MEMO ENDORSED**GRAVATH, SWAINE & MOORE L.L.C.**

THOMAS R. BROMER
BERT D. JOFFE
JON FINKELSON
JONALO S. ROLFE
PAUL C. SAUNDERS
DOUGLAS O. BROADWATER
ALAN C. STEPHENSON
MAX R. SHULMAN
STUART W. GOLD
JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA GEOGHEGAN
MICHAEL L. SCHLER
RICHARD LEVIN
KRIS F. HEINZELMAN
B. ROBBINS KIESBLING
ROGER D. TURNER
PHILIP A. GELSTON
RONY O. MILLSON
FRANCIS P. BARRON
RICHARD W. CLARY
WILLIAM P. ROGERS, JR.
JAMES D. COOPER
STEPHEN L. GORDON
DANIEL L. MOSLEY
GREGORY M. SHAW

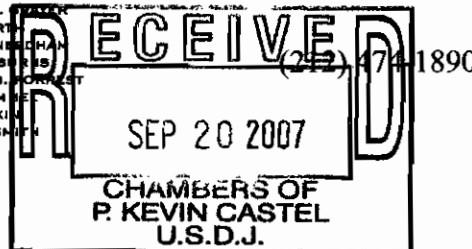
PETER B. WILSON
JAMES C. VARDELL, III
ROBERT H. BARON
KEVIN J. GREHAN
STEPHEN B. MADSEN
C. ALLEN PARKER
MARC B. ROSENBERG
SUSAN WEBSTER
TIMOTHY G. MASSAD
DAVID MERCADO
ROWAN D. WILSON
JOHN T. GAFFNEY
PETER T. BARBUR
SANORA C. GOLDSTEIN
PAUL MICHALSKI
THOMAS G. RAPPERTY
MICHAEL S. GOLDMAH
RICHARD HALL
ELIZABETH L. HALL
JULIE A. NORTH
ANDREW W. NEEDHAM
STEPHEN L. BURKE
KATHERINE B. HORNETT
KEITH R. HUMMER
DANIEL SLIFKIN
JEFFREY A. SMITH

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000
FACSIMILE: (212) 474-3700

CITYPOINT
ONE ROPEMAKER STREET
LONDON EC2Y 8HR
TELEPHONE: 44-20-7453-1000
FACSIMILE: 44-20-7860-1150

WRITER'S DIRECT DIAL NUMBER



USDS SDN I
DOCUMENT
ELECTRONICALLY FILED
DOC #: 9-20-07
DATE FILED: 9-20-07
ROBERT D. TURNER
WILLIAM J. WHELAN, III
SCOTT A. HARBAY
PHILIP J. SOECKMAN
ROGER G. BROOKS
WILLIAM V. FOGG
FAIZA J. BAED
RICHARD J. STARK
THOMAS E. DUNN
JULIE SPELMAN SWEET
RONALD CAMI
MARK I. GREENE
SARKIS JEBEJIAN
JAMES C. WOOLERTY
DAVID R. MARRIOTT
MICHAEL A. PASKIN
ANDREW J. PITTS
MICHAEL T. REYNOLDS
ANTONY L. RYAN
GEORGE E. ZOBITZ
GEORGE A. STEPANAKIS
DARIN P. MCATEE
GARY A. BORNSTEIN
TIMOTHY G. CAMERON
KARIN A. DEMASI
LIZABETHANN R. EISEN

DAVID B. FINKELSON
DAVID GERSHMAN
RAQUEL G. BRAISTIS
PAUL H. ZUMBO
JOEL F. HEROLD
ERIC W. HILFERS
GEORGE F. SCHOEN
ERIK R. TAVZEL
CRAIG F. ARCELLA
TEENA-ANN V. BANKOORIKAL
ANDREW R. THOMPSON
DAMIEN R. ZOUBEK

SPECIAL COUNSEL
SAMUEL C. BUTLER
GEORGE J. GILLESPIE, III
THOMAS D. BARR

OF COUNSEL
ROBERT ROSENMAN
CHRISTINE BESHAR

September 19, 2007

Frequency, LLC v. Clear Channel Broadcasting, Inc., No. 07-CV-7785 (PKC)

Dear Judge Castel:

We represent plaintiff Frequency, LLC ("Frequency") in the above-referenced matter. Pursuant to the Court's September 11, 2007, order, we write in response to the September 10, 2007, letter of defendant Clear Channel Broadcasting, Inc. ("CCBI") requesting a pre-motion conference to make a motion to dismiss or stay this action.

The sole basis that CCBI identifies for its proposed motion is the "first-filed" rule, which, CCBI says, applies because of a lawsuit that it has commenced in Texas state court. CCBI is wrong--and Frequency will oppose any motion to dismiss or stay that is based upon the "first-filed" rule.

First, the "first-filed" rule applies only to concurrent federal litigation and not concurrent state/federal litigation.

Second, even if the "first filed" rule were applicable (and it is not), this case would have priority over the Texas litigation because service was effected on CCBI here before any of the defendants in Texas was served.

Third, Frequency's claims in this case involve distinct factual issues that will not be resolved in the Texas litigation and are not compulsory counterclaims there.

Fourth, New York's contacts with the facts in dispute are far greater than Texas's. For example, twenty of the 187 radio stations that were to be transferred are located in New York; none is in Texas.

Fifth, the Texas courts lack personal jurisdiction over the defendants that CCBI has sued there--and the defendants have just filed a motion in Texas to that effect. In contrast, New York does have personal jurisdiction over both Frequency and CCBI. As a result, New York is the most efficient--perhaps the only--forum for resolution of the parties' dispute.

For all these reasons, CCB's proposed motion is meritless--and we will oppose it if the Court allows it to be filed.

Respectfully submitted,

Max R. Shulman

The Honorable P. Kevin Castel
United States District Judge
United States District Court
Southern District of New York
500 Pearl Street
New York, NY 10007
Fax: (212) 805-7949

FAX

Copy to:

Ariane A. Qureshi, Esq.
Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022
Fax: (212) 407-3283

Upon reconsideration of
order of September 11
(Doc #6), if the defendant
wishes to proceed with its motion
in the face of the arguments
set forth in plaintiff's counsel's
September 19 letter, it shall
file the motion by October 2.
Plaintiff may respond by
October 6 and defendant
may reply by October 23.

By conference review
scheduled for November 16
at 9:45 am
9-20-07 USDS